

Adamson Grant F.  
Form 4  
February 10, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Adamson Grant F.

(Last) (First) (Middle)  
1300 SOUTH MOPAC, THIRD FLOOR  
(Street)

AUSTIN, TX 78746

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TEMPLE INLAND INC [TIN]

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Governance Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					8,813 <u>(1)</u> <u>(2)</u>	D	
Common Stock					3,139 <u>(3)</u>	I	By Trustee of 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Options (right to buy)	\$ 11.73					02/05/2000	02/05/2009 <sup>(4)</sup>	Common Stock
Options (right to buy)	\$ 10.55					02/04/2001	02/04/2010 <sup>(5)</sup>	Common Stock
Options (right to buy)	\$ 9.37					02/02/2002	02/02/2011 <sup>(4)</sup>	Common Stock
Options (right to buy)	\$ 10.56					02/01/2003	02/01/2012 <sup>(6)</sup>	Common Stock
Options (right to buy)	\$ 6.92					02/07/2004	02/07/2013 <sup>(7)</sup>	Common Stock
Options (right to buy)	\$ 11.96					02/06/2005	02/06/2014 <sup>(8)</sup>	Common Stock
Options (right to buy)	\$ 16.14					02/04/2006	02/04/2015 <sup>(9)</sup>	Common Stock
Options (right to buy)	\$ 21.55					02/03/2007	02/03/2016 <sup>(10)</sup>	Common Stock
Options (right to buy)	\$ 24.34					02/02/2008	02/02/2017 <sup>(11)</sup>	Common Stock
Options (right to buy)	\$ 19.5					02/01/2009	02/01/2018	Common Stock
Restricted Stock Units	\$ 5.64	02/06/2009	02/06/2009	M	2,100	<sup>(12)</sup>	<sup>(12)</sup>	Common Stock
Restricted Stock Units	\$ 0					<sup>(13)</sup>	<sup>(13)</sup>	Common Stock
Restricted Stock Units	\$ 0					<sup>(13)</sup>	<sup>(13)</sup>	Common Stock
Options (right to buy)	\$ 5.64 <sup>(14)</sup>	02/06/2009	02/06/2009	A	36,990	02/06/2010 <sup>(14)</sup>	02/06/2019 <sup>(14)</sup>	Common Stock
Performance Stock Units	<sup>(15)</sup>	02/06/2009	02/06/2009	A	38,592	<sup>(15)</sup>	<sup>(15)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adamson Grant F. 1300 SOUTH MOPAC THIRD FLOOR AUSTIN, TX 78746			Chief Governance Officer	

## Signatures

Signed by Leslie K. O'Neal on behalf of Grant F.  
Adamson

02/09/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) In accordance with the Shareholder Rights Plan adopted by the Company on February 9, 1999, Preferred Stock Purchase Rights are deemed to be attached to the shares of Common Stock.
  - (2) Reporting person acquired additional shares through on-going dividend reinvestment
  - (3) Reporting Person acquired additional shares through on-going acquisitions under 401(k) plan. By trustee of the Temple-Inland Salaried Savings Plan according to the latest report of the Plan Administrator. (Note: Trustee uses unit accounting; therefore, share equivalents may fluctuate slightly from month to month.) Due to a Form 3 data input error (transposition of 3,082 as 3,802) 401(k) holdings were over reported by 720 shares.
  - (4) Option vesting schedule for options granted 02/5/99: 1500 on 02/05/00, 1500 on 02/05/01, 1500 on 02/05/02 and 1500 on 02/05/03.
  - (5) Option vesting schedule for options granted 02/04/01: 1500 on 02/01/02; 1500 on 02/04/03, 1500 on 02/04/05 and 1500 on 02/04/06.
  - (6) Option vesting schedule for options granted 02/07/03: 1500 on 02/07/04, 1500 on 02/07/05, 1500 on 02/07/06 and 1500 on 02/07/07.
  - (7) Option vesting schedule for options granted 02/06/04: 1250 on 02/06/05, 1250 on 02/06/06, 1250 on 02/06/07 and 1250 on 02/06/08.
  - (8) Option vesting schedule for options granted 02/04/05: 1250 on 02/04/06, 1250 on 02/04/07, 1250 on 02/04/07 and 1250 on 02/04/09.
  - (9) Options Vesting Schedule for Options Granted 02/03/2006: Options Exercisable 02/03/2007 - 1281; Options Exercisable 02/03/2008 - 1281; Options Exercisable 02/03/2009 - 1281; and Options Exercisable 02/03/2010 - 1281.
  - (10) Options Vesting Schedule for Options Granted 02/02/2007: Options Exercisable 02/02/2008- 1281; Options Exercisable 02/02/2009- 1281; Options Exercisable 02/02/2010- 1281; and Options Exercisable 02/02/2011- 1282.
  - (11) Granted 02/01/2008 Option vesting schedule: options exercisable 02/01/2009, 8049; Options exercisable 02/01/2010, 8050; Options exercisable 02/01/2011, 8050 Options exercisable 02/01/20112, 8050.
  - (12) Restricted Shares settled for cash.
  - (13) Restricted Shares granted on August 9, 2007 that will vest effective February 2, 2010. Restricted Shares will be settled for cash based on the fair market value on the vesting date subject to a 1% ROI performance criteria.
  - (14) Options Vesting Schedule for Options Granted 02/06/2009. Options Exercisable 02/06/2010 - 9,247; Options Exercisable 02/06/2011 - 9,248; Options Exercisable 02/06/2012 - 9,247; and Options Exercisable 02/06/2013 - 9,248.
  - (15) Performance Stock Units granted on February 6, 2009 will vest effective February 6, 2012 if 1% ROI performance criteria is met, or Company is above the 4th Quartile ROI ranking compared to its peer group. Performance Stock Units will be settled for cash based on the fair market value on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.